

# NOTICE

**Notice** is hereby given that the 58<sup>th</sup> Annual General Meeting (AGM) of the members of Jamna Auto Industries Limited is scheduled to be held on Thursday, September 05, 2024 at 11:00 A.M. through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") to transact the following businesses:

## Ordinary Business

### Item No. 1

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended on March 31, 2024, together with the reports of the Board of Directors and Auditors thereon.

### Item No. 2

To confirm interim dividend of Rs.1.10 on each equity share of the Company paid to the shareholders and to declare final dividend of Rs. 1.30 on each equity share of the Company for the financial year ended on March 31, 2024.

### Item No. 3

To appoint a director in place of Mr. R. S. Jauhar (DIN: 00746186) who retires by rotation and, being eligible, offers himself for reappointment.

## Special Business

### Item No. 4

**To ratify remuneration of M/s Jangira & Associates as Cost Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration of Rs. 200,000 excluding out of pocket expenses be paid to M/s Jangira & Associates, Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2024-25."

### Item No. 5

**To approve re-appointment of Mr. P. S. Jauhar (DIN: 00744518) as Managing Director & CEO of the Company for a further term of 3 years and payment of remuneration to him and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made thereunder (including any statutory modification or reenactment thereof for the time being in force) and subject to approval of the Central Government, if required, the approval of the members be

and is hereby accorded for re-appointment of Mr. P. S. Jauhar (DIN 00744518) as Managing Director & CEO for a period of 3 years with effect from August 01, 2024 to July 31, 2027 on the terms and conditions and remuneration including minimum remuneration, as set out herein below:

- 1. Salary (per month):** Rs.19,00,000 (subject to an increase of 10% p.a.).
- 2. Commission:** Mr. P. S. Jauhar will also be allowed remuneration by way of commission based on net profits of the Company in a particular year, which put together with salary, allowance and perquisite shall be subject to the overall ceilings of 2.5% of the net profits of the Company or Rs.5 crore whichever is higher

The amount of Commission will be paid every year with the approval of the Board of Directors on the recommendation of the Nomination & Remuneration Committee.

- 3. Perquisites and Allowances:** In addition to the above salary and commission, Mr. P. S. Jauhar will be entitled to the following perquisites and allowances:

- i. Housing:** The Company shall provide free of cost, suitable furnished/ unfurnished residential accommodation with all facilities & amenities including cook, guard, gardener and domestic help etc; to Mr. P. S. Jauhar and his family. In case Mr. P. S. Jauhar does not opt for Company provided accommodation at any time he shall be paid house rent allowance of a sum not exceeding 15% of his salary & amenities as above;
- ii. Gas, Electricity, Water & Furnishings:** Actual expenditure incurred by the Company on gas, electricity, water, and furnishings at his accommodation;
- iii. Medical Reimbursement:** Reimbursement of actual medical expenses incurred by Mr. P. S. Jauhar and his family;
- iv. Club fees:** Actual fees/expenses of clubs to be paid by the Company for Mr. P. S. Jauhar and his family;
- v. Personal Accident/Health Insurance:** Actual premium to be paid by the Company for Mr. P. S. Jauhar and his family;
- vi. Car:** Facility of car(s) with driver for the business of the Company as well for personal purposes including his family;

- vii. **Telephone:** Free telephone(s) facility at residence including mobile phone(s);
- viii. **Leave Travel Concession:** For Mr. P. S. Jauhar and his family once in a year (including India or Abroad) incurred in accordance with rules specified by the Company.
- ix. **Earned Leave:** Leave on full pay and allowances as per the rules of the Company at time of retirement;
- x. **Contribution to Provident and Superannuation funds:** Company's contribution to Provident and Superannuation funds will be as per the rules of the Company; and;
- xi. **Gratuity:** Not exceeding half month's salary for each completed year of service as per rules of the Company at time of retirement.

**Explanation:**

- i) For the aforesaid purposes "Family" means the spouse, the dependent children and dependent parents of Mr. P. S. Jauhar.
- ii) Perquisites shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.

**RESOLVED FURTHER THAT** Mr. P. S. Jauhar shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment, club fees/expenses (corporate membership) or other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.

**RESOLVED FURTHER THAT** the terms of office of Mr. P.S. Jauhar shall be liable to determination by rotation.

**RESOLVED FURTHER THAT** the aggregate amount of remuneration payable to Mr. P. S. Jauhar in a financial year shall not exceed the overall ceiling limit laid down in Sections 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** if in any financial year during the currency of tenure of Mr. P. S. Jauhar as Managing Director & CEO, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of salary, perquisites and allowances, not exceeding the maximum ceiling limit specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration whichever is higher or the Company may pay to Mr. P. S. Jauhar the above remuneration as the minimum

remuneration by way of salary, perquisites and allowance with the approval of Central Government or any other authority, if any."

**Item No. 6**

**To approve the transactions with Jai Suspension Systems Private Limited, and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and policy on related part transactions, subject to such approval of authorities as may be necessary, approval of the members be and is hereby accorded to the Company to enter into or continue to enter the following contracts or arrangements or transactions upto the next Annual General Meeting with Jai Suspension Systems Pvt. Ltd. ("the Subsidiary"):

1. Sale, purchase, supply of goods or material or availing, rendering any services, renting of property from/to Subsidiary;
2. Providing guarantee on behalf of Subsidiary;
3. Giving/making loans, inter-corporate deposits, advances or investments to/in Subsidiary;
4. Providing management support services; and
5. Use of Company's Trade Mark for sale of products by the Subsidiary.

not exceeding in aggregate Rs.500 Crores (Rupees Five Hundred Crores) in a financial year for all such contracts, arrangements and transactions that may be entered into by the Company with the Subsidiary, provided that the such contracts, arrangements and transactions are entered into/ carried out on arm's length basis and in the ordinary course of business on such terms and conditions, price and rates as agreed between the Company and Subsidiary."

**By order of the Board of Directors  
For Jamna Auto Industries Limited**

**Date: 24<sup>th</sup> May, 2024  
Place: New Delhi**

**Praveen Lakhera  
Company Secretary & Head-Legal**

## NOTES:

- 1) The explanatory statement, pursuant to Section 102 of the Act, setting out material facts relating to the Special Businesses to be transacted at the 58<sup>th</sup> Annual General Meeting is annexed hereto.
- 2) Ministry of Corporate Affairs (MCA) vide Circular Nos. 09/2023 dated September 25, 2023, No. 20/2020 dated May 5, 2020, No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars") has allowed companies to conduct their AGMs on or before 30 September, 2024, in accordance with the requirements laid down in paragraphs 3 of the General Circular No. 09/2023. Hence, in compliance with these Circulars, provisions of the Companies Act, 2013 ("the Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the annual general meeting of the Company will be conducted through Video Conferencing (VC)/Other Audio Visual Mode (OAVM). The deemed venue for the 58<sup>th</sup> AGM shall be the Registered Office of the Company.  
  
In terms of the MCA Circulars, the physical attendance of members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM of the Company will be held through VC / OAVM, the Route Map for AGM venue is not annexed in this Notice.
- 3) Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of Joint-holders, the members whose name appears as the first holder in the order of the names as per the register of members of the Company will be entitled to vote at the meeting.
- 4) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
- 5) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim

from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at [www.jaispring.com](http://www.jaispring.com) and on the website of the Company's RTA at [www.skylinerta.com](http://www.skylinerta.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

- 6) Details pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment as mentioned under Item no. 3 & 5 form integral part of this Notice. The Company has received relevant declarations from Mr. R.S. Jauhar and Mr. P.S. Jauhar for seeking their re-appointment.
- 7) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. **For shares held in electronic form:** to their Depository Participants
  - b. **For shares held in physical form:** to our Registrar & Transfer Agent (RTA) i.e. M/s. Skyline Financial Services Pvt. Ltd. at D-153/A, First Floor, Okhla Industrial Area, Phase - I, New Delhi -110020 or at Email Id: [grievances@skylinerta.com](mailto:grievances@skylinerta.com); or [admin@skylinerta.com](mailto:admin@skylinerta.com); or [parveen@skylinerta.com](mailto:parveen@skylinerta.com); Ph. No. +91- 11-40450193-97 in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SEC/FATF/P/ CIR/2023/169 dated October 12, 2023 available on the website of the Company at [www.jaispring.com](http://www.jaispring.com).
- 8) The Register of Members and Share Transfer Books of the Company shall remain close from Friday, August 30, 2024 till Thursday, September 05, 2024 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of final dividend, if approved by the Members.
- 9) The final dividend as recommended by the Board, if declared at the AGM, will be paid within 30 days from the date of declaration to those Members:
  - a) Whose name appear as member in the register of member of the Company as on Thursday, August 29, 2024.
  - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on Thursday, August 29, 2024 to be furnished by National Securities Depository

Limited and Central Depository Services (India) Limited for this purpose.

- 10) SEBI has also mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form.
- 11) Pursuant to Section 72 of the Companies Act, 2013 read with applicable rules made thereunder, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants.

- 12) Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, dividend remaining unclaimed/ unpaid for a period of 7 years from the date of transfer to the Company's unpaid dividend account and all shares in respect of which dividend has not been paid or claimed for seven consecutive years will be transferred to the Investor Education and Protection Fund (IEPF). Please be informed that following are the dates of dividends declared and the corresponding dates when unclaimed dividends and shares are due for transfer to IEPF:

Financial Year	Date of Declaration Dividend	Due Date for transfer to Investor Education and Protection Fund
2016-17 (Final Dividend)	August 01, 2017	September 1, 2024
2017-18 (Interim Dividend)	November 11, 2017	December 12, 2024
2017-18 (Final Dividend)	September 29, 2018	October 30, 2025
2018-19 (Interim Dividend)	November 12, 2018	December 13, 2025
2018-19 (Final Dividend)	July 30, 2019	August 30, 2026
2019-20 (First Interim Dividend)	November 14, 2019	December 15, 2026
2019-20 (Second Interim Dividend)	March 5, 2020	April 5, 2027
2020-21 (Interim Dividend)	February 05, 2021	March 5, 2028
2020-21 (Final Dividend)	September 22, 2021	October 22, 2028
2021-22 (Interim Dividend)	November 10, 2021	December 10, 2028
2021-22 (Final Dividend)	August 19, 2022	September 20, 2029
2022-23 (Interim Dividend)	November 02, 2022	December 02, 2029
2022-23 (Final Dividend)	July 31, 2023	August 30, 2030
2023-24 (Interim Dividend)	November 06, 2023	December 07, 2030

In view of the above, Members, who have not yet encashed their dividend warrants for the above financial years, are requested to make their claims to the Company or Registrar and Transfer Agent.

The information in respect of unclaimed dividend due for transfer to the IEPF is also given in the Corporate Governance Report forming part of Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company i.e. at [www.jaispring.com](http://www.jaispring.com) and also filed the details with the Ministry of Corporate Affairs. The details of Members whose shares have already been transferred to IEPF Authority have also been hosted on the website of the Company. Members whose shares have been transferred to IEPF Authority can claim the same from the IEPF Authority. The procedure for claim of shares from IEPF Authority has been provided on the website [www.iepf.gov.in](http://www.iepf.gov.in).

- 13) Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020. Accordingly, the Company shall be liable to deduct withholding tax ('TDS') as per the rates applicable to each category of shareholders. However, no tax shall be deducted on the dividend payable to a resident Individuals if the total dividend to be received by them during any financial year does not exceed Rs. 5,000.

The Company provides the facility to the Members (liable to pay tax) to apply to the Company for non-deduction of TDS or deduction of TDS at a lower rate by providing the necessary documents to the Company.

- 14) Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by August 26, 2024 through email on [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com). Such questions shall be replied by the Company suitably.

- 15) As per SEBI directions, now the physical instrument should necessarily mention the bank account details of the investors. In view of this, Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used for payment of dividend. The Company or RTA cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- 16) Notice, inter-alia, explaining the manner of attending AGM through VC/OAVM and electronic voting (e-voting) along with explanatory statement of 58<sup>th</sup> AGM of the Company and with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on Company's website [www.jaispring.com](http://www.jaispring.com), website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 17) Members may also note that the Notice of the 58<sup>th</sup> Annual General Meeting and the Annual Report 2023-24 will also be available at the Company's website [www.jaispring.com](http://www.jaispring.com) for download.
- 18) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

## 19) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period shall begin on Monday, September 02, 2024 at 09:00 A.M. and end on Wednesday, September 04, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names shall appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 29, 2024, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 29, 2024.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
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4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the Evoting is in progress as per the information provided by company. On clicking the Evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a

request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [contact@csrsm.com](mailto:contact@csrsm.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.)

can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Soni Singh at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor\\_relations@jaispring.com](mailto:investor_relations@jaispring.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor\\_relations@jaispring.com](mailto:investor_relations@jaispring.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile

Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com) latest by August 26, 2024. The same will be replied by the company suitably. Those members who have registered themselves as speakers will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement shall be available for inspection through electronic mode as per request received from interested members. Members are requested to send their requests on [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com).
8. M/s RSM & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-Voting and e-vote cast during the AGM and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-vote cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.jaispring.com/stock-exchange-financial.aspx?financial-year=2024-2025> and on the website of NSDL immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchanges where Company's shares are listed.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SEBI LISTING REGULATIONS, 2015:

### Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved re-appointment and remuneration of M/s. Jangira & Associates, Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025. In accordance with the provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, the approval of the Members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2025.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of this Notice. Accordingly, the consent of the Members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2025.

### Item No. 6

Jai Suspension Systems Private Limited is a subsidiary of the Company. The Company on regular basis enters into transactions with the subsidiary in the ordinary course of business and at arm's length price.

Pursuant to Regulation 23(4) of SEBI Listing Regulations 2015 and policy on related party transactions, approval of the shareholders is required for entering into material related party transactions with a subsidiary.

In view of the above, the ongoing transactions with the Subsidiary is material in nature for which approval of unrelated Members of the Company is requested by an ordinary resolution.

The details of proposed related party transactions with the Company and subsidiary Pursuant to SEBI Circular No. SEBI/HO/CFA/CMDI/CIR/P/2021/662 dated November 22, 2021 is given below:

1	Type, material terms and particulars of the proposed transaction
1.	Sale, purchase, supply of goods or material or availing, rendering any services, renting of property from/to Subsidiary;
2.	providing guarantee on behalf of Subsidiary;
3.	giving/making loans, inter-corporate deposits, advances or investments to/in Subsidiary;

### Item No. 5

The term of office of Mr. P. S. Jauhar (DIN 00744518) as Managing Director & CEO expires on July 31, 2024. Mr. P. S. Jauhar has rich experience of about 34 years in the auto component industry, especially in the area of automobile suspension system. Considering his experience and knowledge, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings have approved the reappointment of Mr. P. S. Jauhar as Managing Director and CEO for a further period of three years, with effect from August 01, 2024 to July 31, 2027 at the remuneration proposed in detail at Item No. 5 of this Notice. The Item No.5 of the notice requires approval of the members of the Company. The terms of office of Mr. P.S. Jauhar shall be liable to determination by rotation. Board considers that the re-appointment of Mr. P. S. Jauhar will be in the best interests of the Company.

Mr. P. S. Jauhar holds 2,58,44,323 equity shares in the Company. A brief profile of Mr. P.S. Jauhar including the information as required under applicable provisions of Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards SS-2 is annexed with this Notice. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

None of the Directors or any Key Managerial Personnel of the Company or their relatives are, except Mr. R. S. Jauhar and Mr. P. S. Jauhar, in any way interested or concerned, financially or otherwise, in the resolution. The Board recommends the Special Resolution at Item No. 5 for approval of the members

Jai Suspension Systems Private Limited is a subsidiary of the Company. The following transactions with Subsidiary are proposed as per the business requirements in ordinary course of business of the Company/ Subsidiary at arms' length basis. The consideration, scope of work and other terms & conditions may vary for each transaction.

1. Sale, purchase, supply of goods or material or availing, rendering any services, renting of property from/to Subsidiary;
2. providing guarantee on behalf of Subsidiary;
3. giving/making loans, inter-corporate deposits, advances or investments to/in Subsidiary;

		4. providing management support services at charges of cost plus 7.66% margin;
		5. use of Company's Trade Mark for sale of products by subsidiary at royalty @ 0.69% on net sales of product.
2	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Jai Suspension Systems Private Limited is a subsidiary of the Company.  The transactions in aggregate are material related party transaction. Till 59 <sup>th</sup> Annual General Meeting for the year 2025.
3	Tenure of the proposed transaction	Till 59 <sup>th</sup> Annual General Meeting for the year 2025.
4	Value of the proposed transaction	Rs.500 crores (Rupees Five Hundred Crores)
5	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	20.60% approximately on basis of annual consolidated turnover as on March 31, 2024.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, additional disclosure shall be made in accordance with provisions contained under Listing Regulations:  a. details of the source of funds in connection with the proposed transaction  • nature of indebtedness; • cost of funds • tenure;  b. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;  the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the Related Party Transaction;	The transactions related to loans, inter-corporate deposits, advances or investments, if entered shall be made in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  However, specific approval of each such transaction from the Audit Committee shall be taken before entering such transaction.
7	Justification as to why the RPT is in the interest of the Company	The Company does sale, purchase, provides / receives services to / from subsidiary and also provides financial support to the subsidiary, which is significant for expansion and growth of the business of the group.
8	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	47% approximately on basis of annual consolidated turnover of March 31, 2024.

The Audit Committee and the Board of Directors of the Company have granted their approval for entering into transactions with the Subsidiary.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board, therefore, recommends the Ordinary Resolution at Item No.6 of the Notice for approval by the members.

**By order of the Board of Directors  
For Jamna Auto Industries Limited**

**Date: 24<sup>th</sup> May, 2024  
Place: New Delhi**

**Praveen Lakhera  
Company Secretary & Head-Legal**

**Brief Profile of the Directors seeking appointment or re-appointment in the 58<sup>th</sup> AGM in pursuance of Regulation 36 of SEBI Listing Regulations 2015 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.**

<b>Name of the Director</b>	<b>Mr. R.S. Jauhar</b>
Director's Identification Number (DIN)	00746186
Designation and Category of Director	Chairman and Executive Director
Age	63 years
Qualifications	MBA, M.Com
Date of First Appointment	April 01, 1988
Terms and conditions of appointment	As per the resolution at Item no. 3 of this Notice, re- appointment by rotation
Brief Profile and expertise in specific areas	He is associated with the Company since 1985 and has rich experience of more than 30 years in the Spring Industry.
List of Directorships held in other Companies	Map Auto Limited
Chairmanship/ membership of Committees of other public companies	Nil
Number of Meetings of the Board attended during the financial year	Four out of four
Number of shares held in the Company	1,75,16,360 equity shares
Relationship between directors inter-se	Mr. R.S. Jauhar and Mr. P.S. Jauhar are related to each other
Last Salary Drawn (in Rs.)	Rs. 2.95 Crores per annum
Name of the listed entities from which the person Name has resigned in the past three years	None
Details of remuneration sought to be paid	No remuneration is proposed under the proposed resolution.

<b>Name of the Director</b>	<b>Mr. P.S. Jauhar</b>
Director's Identification Number (DIN)	00744518
Designation and Category of Director	MD & CEO
Age	59 years
Qualifications	Commerce Graduate
Date of First Appointment	March 11, 2008
Terms and conditions of appointment	As per the resolution at Item no. 5 of this Notice
Brief profile and Expertise in specific areas	Mr. P. S. Jauhar is the Managing director & CEO. Mr. P. S. Jauhar looks after the operations of the company. He is a commerce graduate and has about 34 years of experience in the auto component industry.
List of Directorships held in other Companies	Map Auto Limited
Chairmanship/ membership of Committees of other public companies	Nil
Number of Meetings of the Board attended during the financial year	Four out of four
Number of shares held in the Company	2,58,44,323 equity shares
Relationship between directors inter-se	Mr. P.S. Jauhar and Mr. R.S. Jauhar are related to each other.
Last Salary Drawn (in Rs.)	Rs. 3.70 Crores per annum
Name of the listed entities from which the person Name has resigned in the past three years	None
Details of remuneration sought to be paid	As per the resolution at item No. 5 of this Notice.